FORM D

1255991

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

ORIGINAL

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OME	A APPR	OVA	ĺ

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response 16.00

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED
1	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	_
Potrero Capital Research Partners L.P.	SEC.
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6)	ULOE Wall Processing
Type of Filing: New Filing Amendment	Section
,, , , , , , , , , , , , , , , , , , ,	
A. BASIC IDENTIFICATION DATA	JUL 3-12006
1. Enter the information requested about the issuer	JUL 3 1 2008
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Potrero Capital Research Partners L.P.	Washington
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Cole)
Two Embarcadero Center, Suite 1340, San Francisco, California 94111	(415) 576-1103 UUI
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Includ
TROCE	SSE ^{rone} (Mill Fra din Anti-Mill Fra din Anti-M
Brief Description of Business private investment fund	
AUG 06	2008
THOMACOUR	REUTERS (please specify):
Type of Business Organization	KEUTERS.
☐ corporation ☐ limited partnership, already formed	Tipotner (please specify):
☐ business trust ☐ limited partnership, to be formed	
Month Year	
Actual or Estimated Date of Incorporation or Organization: 0 3 0 3	🛮 Actual 🔲 Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	e:
CN 6. Consider TN 6. Alter Confee in distillation	
CN for Canada: FN for other foreign jurisdiction)	D E

GENERAL INSTRUCTIONS

Fadaral

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	A. BA	SIC IDENTIFICATION	DATA	
Enter the information requested for the Each promoter of the issuer, if the Each beneficial owner having the Each executive officer and directe Each general and managing partners.	issuer has been organized power to vote or dispose, or of corporate issuers and	or direct the vote or dispo	sition of, 10% o	or more of a class of equity securities of the issuer; ers of partnership issuers; and
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Potrero Capital Research, LLC				
Business or Residence Address (Number a Two Embarcadero Center, Suite 1340, Sa				
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Ripsteen, Jack R.				
Business or Residence Address (Number a Two Embarcadero Center, Suite 1340, Sa			•••	
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Zip	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		•••		
Business or Residence Address (Number	and Street, City, State, Zip	Code)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Zip	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Zip	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Zip	Code)		
	(Use blank sheet, or copy	and use additional copies	of this sheet, as	necessary.)

					B. INFORM	ATION ABO	OUT OFFER	RING				
1. Has	the issuer sold	l, or does the							,			lo Io
2 Wha	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?									\$250,000	.00	
				-	•						Yes N	lo
3. Does	the offering	permit joint o	wnership of a	single unit?					***************************************			
remu perso than	ineration for s	olicitation of a broker or d	purchasers in ealer register	connection ed with the S	with sales of SEC and/or w	securities in ith a state or	the offering, states, list th	If a person to e name of the	o be listed is e broker or d	sion or similar an associated ealer. If more that broker or		
Full Nan	ne (Last name	first, if indiv	idual)	•								
Business	or Residence	Address (Nu	mber and Str	cet, City, Sta	ite, Zip Code)						
Name of	Associated B	roker or Deal	ler									
	Which Person											
(Check	"All States" o	or check indiv	idual States)	CA	□ co	□ CT	☐ DE	□ DC	☐ FL	□GA	□ні	☐ All States ☐ ID
□ IL	□ IN	□ IA	☐ KS	□ KY	☐ LA	□ ме	□ MD	☐ MA	☐ MI	□ MN	□ MS	□мо
☐ MT ☐ RI	□ NE □ SC	□ NV □ SD	□ NH □ TN	□ TX	□ NM □ UT	□ NY □ VT	□ NC □ VA	□ ND □ WA	□ OH	□ ok □ wi	□ OR □ WY	□ PA □ PR
Full Nan	ne (Last name	first, if indiv	idual)									
Business	or Residence	Address (Nu	imber and Str	eet, City, Sta	nte, Zip Code))						
Name of	`Associated B	roker or Deal	ler									
	Which Person					_						
(Check	"All States" o	or check indiv	ridual States)		□ co	Пст	DE		□ FL	□GA		
□ IL	∐ IN	∐ IA	∐ KS	∐ KY	∐ LA	Щ ME	∐ MD	⊔ MA	ШМІ	∐ MN	☐ MS	□ мо
□ MT □ RI	□ NE □ SC	□ NV □ SD	□ NH □ TN	□ IX	□ NM □ UT	□ NY □ VT	□ NC □ VA	□ ND □ WA	□ WV	□ OK □ WI	□ OR □ WY	□ PA □ PR
Full Nan	ne (Last name	first, if indiv	idual)									
Business	or Residence	Address (Nu	mber and Str	eet, City, Sta	ite, Zip Code))						
Name of	'Associated B	roker or Deal	ler									
	Which Person					rs						☐ All States
AL	☐ AK	☐ AZ	☐ AR	☐ CA	□ co	□ст	<u>□</u> ĐE	□ DC	☐ FL	□GA	☐ HI	□ID
□ IL □ MT □ RI	☐ IN ☐ NE ☐ SC	☐ IA ☐ NV ☐ SD	□ KS □ NH □ TN	□ KY □ NJ □ TX	☐ LA ☐ NM ☐ UT	□ ME □ NY □ VT	☐ MD ☐ NC ☐ VA	□ MA □ ND □ WA	□ MI □ OH □ WV	☐ MN ☐ OK ☐ WI	□ MS □ OR □ WY	☐ MO ☐ PA ☐ PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggrega Offering P		Amount Already Sold
	Debt	\$0.00		\$0.00
	Equity	<u>\$0.00</u>		<u>\$0.00</u>
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	<u>\$0.00</u>		\$0.00
	Partnership Interests	\$250,000.0	00	\$10,266,092.00
	Other (Specify)	\$0.00		\$0.00
	Total	\$250,000.0	0 _	\$10,266,092.00
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
	none of zero.	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	1		\$10,516,092.00
	Non-accredited Investors	<u>0</u>		<u>\$0.00</u>
	Total (for filings under Rule 504 only)			
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	- 1		
	Type of offering	Type of Security		Dollar Amount Sold
	Rule 505			
	Regulation A			
	Rule 504			
	Total			
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$0.00
	Printing and Engraving Costs			\$0.00
	Legal Fees			<u>\$0.00</u>
	Accounting Fees			\$0.00
	Engineering Fees			<u>\$0.00</u>
	Sales Commissions (specify finders' fees separately)			\$0.00
	Other Expenses (identify) Miscellaneous			\$0.00
	Total			\$0.00

	C. OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSES AND USE O	JF F	110000	<u> </u>		
-	total expenses furnished in response to Part C - Questi	ng price given in response to Part C - Question 1 and on 4.a. This difference is the "adjusted gross proceeds					\$10,516,092.00
5.	purposes shown. If the amount for any purpose is not known	s to the issuer used or proposed to be used for each of the own, furnish an estimate and check the box to the left of the adjusted gross proceeds to the issuer set forth in response to					
				Óff Direc	ients to icers, itors, & iliates		Payments to Others
	Salaries and fees			\$0.00	*		<u>\$0.00</u>
	Purchase of real estate			\$0.00			<u>\$0.00</u>
	Purchase, rental or leasing and installation of macl	ninery and equipment		\$0.00			<u>\$0.00</u>
	Construction or leasing of plant buildings and faci	lities		\$0.00			\$0.00
	Acquisition of other business (including the value	of securities involved in this					
	offering that may be used in exchange for the asse	ts or securities of another		\$0.00			\$0.00
	•			\$0.00		П	\$0.00
				\$0.00		_	\$0.00
	Other (specify): Investment in public equity secu		٠	Ψ0.00			<u> </u>
				<u>\$0.00</u>		⊠	\$10,516,092.00
	Column Totals			\$0.00		⊠	\$10,516,092.00
	Total Payments Listed (column totals added)				⊠	<u>\$10,516</u>	092.00
		D. FEDERAL SIGNATURE					
an	ne issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. Security non-accredited investor pursuant to paragraph (b)(2) of	ies and Exchange Commission, upon written request of	unde its si	er Rule 50 taff, the in)5, the nforma	following s tion furnish	ignature constitutes ned by the issuer to
lss	suer (Print or Type)	Signature		·	Date		
Po	otrero Capital Research Partners L.P.						
Na	ame of Signer (Print or Type)	Title of Signer (Print or Type)					
		Managing Member of Potrero Capital Research, Li		Camanal I	ortner		

ATTENTION —	
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
5.	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to		<u>\$10,516,092.00</u>
	Part C - Question 4.b above.	Payments to	
	•	Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	\$0.00 *	\$0.00

		•		Payme Offic Directo Affili	ers, ors, &		Payments to Others
Purchase, rental or leasing and installation of machinery and equipment \$0.00	Salaries and fees			<u>\$0.00</u> *			\$0.00
Construction or leasing of plant buildings and facilities \$0.00 \$0.00 Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$0.00 \$0.00 Repayment of indebtedness \$0.00 \$0.00 Working capital \$0.00 \$0.00 Other (specify): Investment in public equity securities Column Totals \$0.00 \$10.516.092.0 Total Payments Listed (column totals added) \$10.516.092.0 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute andertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to pron-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date Date Date Date Date Date Date Date Da	Purchase of real estate			\$0.00			\$0.00
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Purchase, rental or leasing and installation	of machinery and equipment		\$0.00			\$0.00
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildings a	nd facilities		\$0.00			\$0.00
Repayment of indebtedness \$0.00 \$0.00 Working capital \$0.00 \$0.00 Other (specify): Investment in public equity securities \$0.00 \$0.00 Column Totals \$0.00 \$10,516,092.0 Column Totals \$0.00 \$10,516,092.0 D. FEDERAL SIGNATURE e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitut undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer ynon-accredited investor pursuant to paragraph (b)(2) of Rule 502. under (Print or Type) Signature Date	offering that may be used in exchange for the	he assets or securities of another		\$0.00			\$0.00
Working capital	•					_	
Other (specify): Investment in public equity securities \$0.00 \$10.516.092.0 \$10.516.092.0 Total Payments Listed (column totals added) \$10.516.092.00 D. FEDERAL SIGNATURE Sissuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitut undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Determine of Signer (Print or Type) Signature Date 7 / 9 / 0 Si							
Column Totals	• .			*****		_	
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE E issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitut undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer ron-accredited investor pursuant to paragraph (b)(2) of Rule 502. Therefore Capital Research Partners L.P. Title of Signer Print or Type) Title of Signer Print or Type)		•		\$0.00		⊠	\$10,516,092.00
D. FEDERAL SIGNATURE e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitut undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer y non-accredited investor pursuant to paragraph (b)(2) of Rule 502. uer (Print or Type) Signature Date Date Title of Signer Print or Type) Title of Signer Print or Type)	Column Totals			<u>\$0.00</u>		Ø	\$10,516,092.00
e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer roon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date Date Date Title of Signer Print or Type) Title of Signer Print or Type)	Total Dougrants Listed (solumn totals adds	A.			57 €4	Λ E16	002 00
undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Date (Print or Type) Signature Title of Signer Print or Type) Title of Signer Print or Type)	Total Payments Listed (column totals adder				<u> </u>		
trero Capital Research Partners L.P. Title of Signer (Print or Type) Title of Signer (Print or Type)		D. FEDERAL SIGNATURE					
me of Signer (Print or Type) Title of Signer (Print or Type)	issuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S.	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of	l unde		, the follo	owing si	gnature constitute
	issuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but is the content of the	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502.	l unde	aff, the inf	, the follo	owing si	gnature constitute
k R. Ripsteen Managing Member of Potrero Capital Research, LLC, General Partner	issuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type)	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502.	l unde	aff, the inf	, the follo	owing si	gnature constitute
	issuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type) rero Capital Research Partners L.P.	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502. Signature Title of Signer Print or Type)	l unde	aff, the inf	, the follow formation	owing si	gnature constitute
	rissuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type) rero Capital Research Partners L.P. me of Signer (Print or Type)	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502. Signature Title of Signer Print or Type)	l unde	aff, the inf	, the follow formation	owing si	gnature constitute
	rissuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type) rero Capital Research Partners L.P. me of Signer (Print or Type)	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502. Signature Title of Signer Print or Type)	l unde	aff, the inf	, the follow formation	owing si	gnature constitute
	rissuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type) rero Capital Research Partners L.P. me of Signer (Print or Type)	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502. Signature Title of Signer Print or Type)	l unde	aff, the inf	, the follow formation	owing si	gnature constitute
	rissuer has duly caused this notice to be signed bundertaking by the issuer to furnish to the U.S. non-accredited investor pursuant to paragraph (but (Print or Type) rero Capital Research Partners L.P. me of Signer (Print or Type)	D. FEDERAL SIGNATURE y the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of (2) of Rule 502. Signature Title of Signer Print or Type)	l unde	aff, the inf	, the follow formation	owing si	gnature constitute

ATTENTION	
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	
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	E. STATE SIGNATURE		
		Yes	No
· · ·	sently subject to any of the disqualification provisions		⊠
	See Appendix, Column 5, for state response.		
The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as required b	furnish to any state administrator of any state in which this ry state law.	notice is filed, a notice on Form	n D
 The undersigned issuer hereby undertakes to offerees. 	furnish to the state administrators, upon written request, info	ormation furnished by the issue	er to
	uer is familiar with the conditions that must be satisfied to be which this notice is filed and understands that the issuer claim these conditions have been satisfied.		ited
The issuer has read this notification and knows tundersigned duly authorized person.	he contents to be true and has duly caused this notice to be s	signed on its behalf by the	
lssuer (Print or Type) Potrero Capital Research Partners L.P.	Signature	Date 7/25/06	
Name of Signer (Print or Type) Jack R. Ripsteen	Title of Signer (Print or Type) Managing Member of Potrero Capital Research, I	LLC., General Partner	

Instruction:

Print the name and title of signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually typed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)	
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									5
AR									
CA		X	\$8,696,025	33	\$8,696,02 5	0			x
со		X	\$250,000	1	\$250,000	0			x
СТ									
DE									
DC									
FL		X	\$250,000	1	\$250,000				X
GA									
н	-								
ID									
1L									
IN		<u></u>							
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$270,066	1	\$270,066	0			X
MI									
MN									
MS		X	\$250,000	1	\$250,000	0			X
мо									

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C – Item 1)	4 Type of investor and amount purchased in State (Part C – Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)	
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мт									
NE	. =								
NV									
NH									
NJ		X	\$250,000	1	\$250,000	0			x
NM									
NY		х	\$300,000	2	\$300,000	0			x
NC									
ND									
ОН		X	\$250,000	1	\$250,000	0			X
ок									
OR									
PA									
RI									
sc									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR					9				